REGISTRAR OF COMPANIES

SHAW COMMUNITY SERVICES LIMITED

Report and Financial Statements

31 March 2011

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REPORT AND FINANCIAL STATEMENTS 2011

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

P J Nixey, MA (Oxon) R S Brown, ACMA, ATII A Thomas, BA, FCA J H Pain

REGISTERED OFFICE

1 Links Court Links Business Park St Mellons Cardiff CF3 0LT

BANKERS

Allied Irish Bank 2 Callaghan Square Cardiff CF10 5AZ

SOLICITORS

Eversheds Solicitors 1 Callaghan Square Cardiff CF10 5BT

Morgan Cole Solicitors Bradley Court Park Place Cardiff CF10 3DP

AUDITOR

Deloitte LLP Cardiff

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the audited financial statements, for the year ended 31 March 2011

This directors' report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies' exemption

PRINCIPAL ACTIVITIES

The principal activity of the company during the course of the year was that of the provision of domiciliary care

GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

Further details regarding the adoption of the going concern basis can be found in note 1 of the financial statements

RESULTS AND DIVIDENDS

The profit and loss account for the year is set out on page 5 The loss for the year before taxation was £22,669 (2010 - £137,480) The directors cannot recommend a dividend for the year (2010 - £nil)

BUSINESS RISKS

The company's main business risks relate to a) certainty of income as the company's income is generated entirely from short-term contracts, and b) cost control, especially in relation to staff. The directors are mitigating these risks by trying to deliver a good standard of service, by developing strong links with existing and potential customers, and through the development of a comprehensive framework of controls and performance metrics

DIRECTORS

The current directors of the company, who served throughout the financial year, are as shown on page 1 A Hehir resigned as a director on 2 August 2010

TAXATION STATUS

The company is a close company under the provisions of the Taxes Act

AUDITOR

In the case of each of the persons who are directors of the company at the date when this report is approved

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware, and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have indicated their willingness to continue in office as the company's auditor. A resolution is in place to dispense with the requirement to hold Annual General Meetings

Approved by the Board of Directors and signed on behalf of the Board

A Thomas Director

Date 29 September 2011

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- · select suitable accounting policies and then apply them consistently,
- · make judgements and accounting estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SHAW COMMUNITY SERVICES LIMITED

We have audited the financial statements of Shaw Community Services Limited for the year ended 31 March 2011 which comprise profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 18 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

John Antoniazzı (Senior statutory auditor) for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Cardiff, United Kingdom

Date 30 September 2011

PROFIT AND LOSS ACCOUNT Year ended 31 March 2011

	Note	2011 £	2010 £
TURNOVER	2	3,804,950	2,764,174
Operating costs		(3,794,760)	(2,899,121)
Other operating income		32,628	15,253
OPERATING PROFIT/(LOSS)	3	42,818	(119,694)
Impairment of investment in subsidiary	8	(48,694)	-
Interest receivable	5	6,728	4,541
Interest payable	5	(23,521)	(22,327)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(22,669)	(137,480)
Tax on loss on ordinary activities	6	9,732	36,433
LOSS FOR THE FINANCIAL YEAR	14	(12,937)	(101,047)

All amounts relate to continuing activities

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 31 March 2011

	Note	2011 £	2010 £
Loss for the financial year		(12,937)	(101,047)
Actuarial loss relating to the pension scheme	16	(4,237)	(8,289)
Deferred tax relating to actuarial loss	16	1,186	2,321
Total recognised losses relating to the year		(15,988)	(107,015)

BALANCE SHEET As at 31 March 2011

	Note	£	2011 £	£	2010 £
FIXED ASSETS Tangible assets Investments	7 8	22,669		10,451 48,694	
,	Ü		22,669		59,145
CURRENT ASSETS Debtors Cash at bank and in hand	9	395,183 149,039		363,832 63,222	
CREDITORS: amounts falling due within		544,222		427,054	
one year NET CURRENT ASSETS	10	(372,597)	171,625	(375,917)	51,137
TOTAL ASSETS LESS CURRENT LIABILITIES			194,294		110,282
CREDITORS: amounts falling due after more than one year	11		(1,230,000)		(1,130,000)
NET LIABILITIES			(1,035,706)		(1,019,718)
CAPITAL AND RESERVES					
Share capital Profit and loss account	13 14		1,000 (1,036,706)		1,000 (1,020,718)
SHAREHOLDERS' DEFICIT	15		(1,035,706)		(1,019,718)

The financial statements of Shaw Community Services Limited, registered number 4603309, were approved by the Board of Directors and authorised for issue on 29 September 2011

Signed on behalf of the Board of Directors

A Thomas Director R S Brown Director

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current and the prior financial year, are described below

Accounting convention

The financial statements are prepared under the historical cost convention

Going concern

The company's business activities are set out in the Directors' Report. The Business Review incorporated in the annual report of Shaw healthcare (Group) Limited, the ultimate parent company, includes information on the group's business activities, together with the factors likely to affect its future development, performance and position. It also includes information on the financial position of the group, its cash flows, liquidity position and borrowing facilities. The notes to the financial statements of Shaw healthcare (Group) Limited include the group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities, and its exposures to credit risk and liquidity risk.

As shown in the profit and loss account, the company incurred a loss before taxation in the year ended 31 March 2011 of £22,669 The company's trading performance since 31 March 2011 and forecasts for the future indicate that steps taken by the directors to address the underlying causes of losses have been successful. However, financial support from within the group has been agreed in the event that this is required by the company to cover its short-term working capital requirements.

The company's main business risks relate to a) certainty of income as the company's income is generated entirely from short-term contracts, and b) cost control, especially in relation to staff. The directors are mitigating these risks by trying to deliver a good standard of service, by developing strong links with existing and potential customers, and through the development of a comprehensive framework of controls and performance metrics.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is calculated so as to write off the cost of tangible fixed assets, less any estimated residual value, over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are

IT equipment - 20% straight-line Fixtures and fittings - 20% straight-line

Investments

Investments in subsidiary companies are stated at cost less any provision for impairment

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 March 2011

1. ACCOUNTING POLICIES (continued)

Revenue recognition

The company recognises revenue as care is provided for non-contracted market beds and as it is made available for contracted block beds

Pension costs

The company operates a defined benefit pension scheme. Amounts charged to operating profit/(loss) are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the group, in separate trustee-administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit liability is presented separately after other net assets on the face of the balance sheet. A defined benefit asset is only recognised to the extent that it is deemed recoverable.

Group financial statements

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated financial statements on the grounds that consolidated financial statements are prepared by the parent company, Shaw healthcare (Group) Limited

Comparitives

Previously, recharges from fellow group companies in respect of support and administrative services were recognised within turnover. In the current period, and in line with best practice, the directors have decided that it is more appropriate for this income to be shown as other income. The comparative figures have been restated accordingly.

Cash flow statement

Under Financial reporting Standard 1, the company is not required to prepare a cash flow statement as it qualifies as a small company

2. TURNOVER

The turnover shown in the profit and loss account arises wholly in the United Kingdom and represents amounts invoiced during the year, exclusive of Valued Added Tax

	2011 £	2010 £
Turnover represents Domiciliary care fees	3,804,950	2,764,174

2011

2010

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 March 2011

3.	OPERATING PROFIT/(LOSS)
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5.

		2011 £	2010 £
	Operating profit/(loss) is stated after charging		
	Depreciation of tangible fixed assets — owned assets	5,167	4,664
	Auditor's remuneration – audit fees	2,983	3,000
4.	INFORMATION REGARDING DIRECTORS AND EMPLOYEES		
		2011	2010
		£	£
	Directors' remuneration		
	Emoluments	94,833	-

The emoluments shown above relate to payments made to J Pain The other directors of Shaw Community Services Limited are remunerated by Shaw healthcare (Group) Limited for services to the group as a whole It is not practicable to allocate their remuneration between their services to this company and other group companies. Their remuneration is disclosed in the consolidated financial statements of Shaw healthcare (Group) Limited, which are publicly available.

	£	£
Wages and salaries	3,033,536	2,318,398
Social security costs	192,659	145,945
Pension costs	21,795	26,582
	3,247,990	2,490,925
The average number of persons employed analysed by function was.	No.	No.
Administration	7	10
Care home staff	263	199
	270	209
FINANCE CHARGES		
	2011	2010
	£	£
Interest receivable and similar income		
Net finance income relating to defined benefit pension scheme	6,728	4,541
Interest payable and similar charges		
Bank and other loan interest	23,521	22,327

6. TAX ON LOSS ON ORDINARY ACTIVITIES

	2011 £	2010 £
Current taxation		
United Kingdom corporation tax Current tax on income for the year at 28% (2010 – 28%)	_	
Adjustment relating to prior years	4,789	_
Group relief	(15,707)	(38,754)
Total current tax	(10,918)	(38,754)
Deferred tax		
Origination and reversal of timing differences	1,186	2,321
Total tax credit for the year	(9,732)	(36,433)

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows

	£	£
Loss on ordinary activities before tax	(22,669)	(137,480)
Tax on loss on ordinary activities before tax at 28% (2010 - 28%)	(6,347)	(38,494)
Factors affecting the current tax credit for the year		
Depreciation in excess of capital allowances	1,150	791
Expenses not allowed for tax purposes	313	1,270
Other timing differences	(10,823)	(2,321)
Adjustments relating to prior years	4,789	-
	(10,918)	(38,754)

Tax losses amounting to £155,644 (2010 - £155,644) have been carried forward to be offset against future trading profits

A deferred tax asset of £42,059 (2010 - £43,580) has not been recognised in respect of tax losses carried forward and short-term timing differences. This asset has not been recognised as there is insufficient evidence that the asset can be utilised in the foreseeable future.

The forthcoming changes in the corporation tax rate from 28% to 24% in future years is not expected to materially affect the future tax charge

7. TANGIBLE FIXED ASSETS

8.

TANGIBLE FIXED ASSE 15			
	IT equipment £	Fixtures and fittings £	Total £
Cost	0.707	0.024	10.640
At 1 April 2010	9,706 7,176	9,934 10,209	19,640 17,385
Additions	7,170		
At 31 March 2011	16,882	20,143	37,025
Depreciation			
At 1 April 2010	6,146	3,043	9,189
Charge for the year	2,120	3,047	5,167
At 31 March 2011	8,266	6,090	14,356
N. Aberbarder	=		
Net book value At 31 March 2011	8,616	14,053	22,669
At 31 Watch 2011			
At 31 March 2010	3,560	6,891	10,451
INVESTMENTS			
HANGSTMENTS			Shares in
			subsidiary
			undertaking
			£
Cost			
At 1 April 2010			273,753
Disposals			(273,753)
At 31 March 2011			
Provision for impairment			
At 1 April 2010			225,059
Charge during the year			48,694
Disposals			(273,753)
At 31 March 2011			
Net book value			
At 31 March 2011			-
At 31 March 2010			48,694

The investment relates to a 100% shareholding in Working Together Specialist Care Agency ("WTSCA"), a company registered in England and Wales The principal activity of WTSCA during the year was the provision of care services WTSCA ceased trading on 14 November 2008 and the company was removed from the register of companies on 5 October 2010

9. DEBTORS

9.	DEBTORS		
		2011 £	2010 £
	Trade debtors Amounts owed by group undertakings	213,391 10,918 170,874	214,845 38,754 110,233
	Other debtors and prepayments	395,183	363,832
10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2011 £	2010 £
	Trade creditors Amounts owed to group undertakings Other taxation and social security Accruals and deferred income	59,975 122,591 67,300 122,731	20,892 210,508 52,118 92,399
		372,597	375,917
11.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEA	R	
		2011 £	2010 £
	Loans owed to group undertakings	1,230,000	1,130,000
12.	BORROWINGS		
		2011 £	2010 £
	Loans owed to group undertakings Between one and two years	1,230,000	1,130,000

The loans are unsecured Interest was charged during the year at a rate of 2% The company has received a guarantee from the respective group undertakings that repayment of the loans will not be demanded within 12 months of the signing of the financial statements (see note 1)

13. SHARE CAPITAL

1.5	DIRECTOR LINE		
		2011 £	2010 £
	Authorised	_	
	1,000 ordinary shares of £1 each	1,000	1,000
	40 3 D. 3 A. B. 43		
	Allotted, called up and fully paid 1,000 ordinary shares of £1 each	1,000	1,000
	1,000 ordinary ordinary ordinary		<u>* </u>
14.	STATEMENT OF MOVEMENTS ON RESERVES		
		2011	2010
		£	£
	Profit and loss account		
	At 1 April	(1,020,718)	(913,703)
	Loss for the financial year	(12,937)	(101,047)
	Actuarial loss net of deferred tax	(3,051)	(5,968)
	At 31 March	(1,036,706)	(1,020,718)
15.	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT		
		2011	2010
		£	£
	At 1 April	(1,019,718)	(912,703)
	Loss for the financial year	(12,937)	(101,047)
	Actuarial loss net of deferred tax	(3,051)	(5,968)
	At 31 March	(1,035,706)	(1,019,718)

16. DEFINED BENEFIT PENSION SCHEME

Shaw Community Services Limited participates in the Greater Manchester Pension Fund (Wigan), a defined benefit pension scheme

An approximate roll forward of the liabilities of the scheme as at 31 March 2011 has been made by a qualified actuary, taking into account known member movements and other cash flows over the period. The results of this are summarised below

	2011	2010
Principal actuarial assumptions at the balance sheet date		
<u>. </u>	5.500	5.550
Discount rate	5 50%	5 75%
Price inflation	2 90%	3 40%
Rate of increase in salaries	3 10%	3 25%
Rate of increase for pensions in payment – current pensioners	2 90%	3 25%
Rate of increase for pensions in payment - current active and	2 90%	3 50%
deferred members		

The inflation assumption this year will be in line with the Consumer Prices Index (CPI) rather that the Retail Prices Index (RPI) as in previous years. This is as a result of the Emergency Budget announcement in June 2010.

16. DEFINED BENEFIT PENSION SCHEME (continued)

,		
	2011	2010
Post retirement mortality (life expectancy)		
Current pensioners age 65 – males	20 1	20 8
Current pensioners age 65 – females	22 9	24 1
Future pensioners age 65 (currently age 45) – males	22 5	22 8
Future pensioners age 65 (currently age 45) – females	25 0	26 2
Expected return on assets		
Equities	7 5%	7 5%
Bonds	5 5%	5 5%
Other bonds	5 5%	5 5%
Property	5 5%	5 5%
Cash	1 0%	1 0%
Other	4 0%	4 0%
	£	£
Amounts recognised in the balance sheet		
Fair value of scheme assets	406,000	352,000
Present value of scheme liabilities	(303,434)	(295,834)
Surplus in scheme	102,566	56,166
Pension asset not recognised	(102,566)	(56,166)
Net pension liability recognised	-	-
Amounts recognised in the profit and loss account		
Current service cost (net of employer contributions)	2,491	(3,748)
Interest cost	16,242	11,693
Expected return on scheme assets	(22,970)	(16,234)
Past service cost		
Amount recognised	(4,237)	(8,289)
•		

The accounting valuation under FRS17 at 31 March 2011 shows a surplus of £102,566 (2010 - £56,166) The directors do not consider that there are likely to be any future economic benefits available to the Company from the surplus as at 31 March 2011 calculated in accordance with FRS17, hence an asset has not been recognised in the balance sheet

16. DEFINED BENEFIT PENSION SCHEME (continued)

	2011 £	2010 £
Actual return on assets over the period		
Actual return	33,000	90,000
Analysis of amount recognised in the statement of total recognised gains and losses		
Asset gain	10,030	73,766
Liability gain/(loss)	32,133	(101,453)
Adjustment in respect of pension asset not recognised	(46,400)	19,398
	(4,237)	(8,289)
Deferred tax movement	1,186	2,321
Actuarial loss recognised	(3,051)	(5,968)
Changes in the present value of scheme liabilities		
At 1 April	295,834	164,436
Interest cost	16,242	11,693
Current service cost	18,491	12,252
Member contributions	6,000	6,000
Actuarial (gain)/loss	(32,133)	101,453
Benefits paid	(1,000)	
At 31 March	303,434	295,834
Changes in the fair value of assets		
At 1 April	352,000	240,000
Expected return on scheme assets	22,970	16,234
Actuarial gain	10,030	73,766
Member contributions	6,000	6,000
Employer contributions	16,000	16,000
Benefits paid	(1,000)	
At 31 March	406,000	352,000
Major categories of assets as a percentage of total assets		
Equities	66%	67%
Bonds	17%	16%
Other bonds	0%	0%
Property	5%	6%
Cash	12%	11%
Other		0%
	100%	100%

The estimated amount of employer contributions expected to be paid to the scheme during 2011/12 is £18,000

NOTES TO THE FINANCIAL STATEMENTS Year ended 31 March 2011

17. RELATED PARTY TRANSACTIONS

The company takes exemption from the reporting of related party transactions under FRS 8 'Related Party Disclosures' not to disclose transactions with entities, 100% of whose voting rights are controlled within the group

18. PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The immediate and ultimate parent company is Shaw healthcare (Group) Limited, a company incorporated and registered in England and Wales. The smallest and largest group for which consolidated financial statements are prepared which include the results of the company is headed by Shaw healthcare (Group) Limited, the financial statements of which are available from the Company Secretary, 1 Links Court, Links Business Park, St Mellons, Cardiff CF3 0LT